

EXHIBIT 31

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

SHORELINE AVIATION, INC.,
Plaintiff,

v.

Index No.

CYNTHIA L. HERBST, SOUND AIRCRAFT
FLIGHT ENTERPRISES, INC., RYAN A.
PILLA, BLADE URBAN AIR MOBILITY,
INC. A/K/A FLY BLADE, INC.,
MELISSA TOMKIEL, AND ROBERT S.
WIESENTHAL,

2:20-cv-
02161-JMA-SIL

Defendants.

VIDEOCONFERENCE DEPOSITION OF
ANDREA COLLINGWOOD

DATE: Tuesday, March 29, 2022

TIME: 9:12 a.m.

LOCATION: Remote Proceeding
New York, NY 10001

REPORTED BY: Beth Fontane-Howard Notary Public

JOB NO.: 5129185

1 A. COLLINGWOOD

2 Aircraft Flight Enterprises?

3 A Yes.

4 Q When did that happen?

5 A I'm really not sure.

6 Q Now, some of this -- is it right
7 that one of the services Ms. Herbst
8 performed was booking in customers? Is
9 that right?

10 A That's correct --

11 Q And --

12 A She was our agent.

13 Q She would do that on her
14 computer system?

15 A Yes.

16 Q And then she would give you a
17 flight manifest showing the customers?

18 A That's correct.

19 Q And what kind of information
20 would be on the flight manifest?

21 A Usually the passenger's name,
22 the customer's name, and -- and their
23 weight.

24 Q There would be no contact
25 information for the customers on the

1 A. COLLINGWOOD

2 flight manifest, right?

3 A There was not.

4 Q And so the only one person that
5 would have the contact information when
6 customers were booked in was Ms. Herbst,
7 right?

8 A We had our own customer list as
9 well.

10 Q But when the customers were
11 booked in by Ms. Herbst, the information
12 was added to her database, correct?

13 MR. KRIEGSMAN: Objection to
14 form. Go ahead and answer if you
15 can.

16 A I believe so. She had -- she
17 maintained a database of all of our
18 customers.

19 Q And that database that
20 Ms. Herbst maintained, that was on
21 Ms. Herbst's computer system, right?

22 A That's correct as far as I know.

23 Q Have you ever seen that
24 information on Ms. Herbst's computer
25 system?

1 A. COLLINGWOOD

2 A I have not --

3 THE REPORTER: You're -- you're
4 breaking up. You're freezing and
5 you're breaking up. The connection
6 is not good. I didn't get that
7 answer, please.

8 MR. SKIBELL: All right. Why
9 don't we go off the record for a
10 minute, and see if we can address any
11 connection issues?

12 THE REPORTER: Okay. We are off
13 the record at 9:51 a.m.

14 (Off the record.)

15 THE REPORTER: Okay. We are
16 back on the record at 9:53 a.m.

17 MR. SKIBELL: Beth, could you
18 read back the last question, please?

19 THE REPORTER: Okay. One
20 moment, please.

21 (The reporter played back the
22 record as requested.)

23 THE REPORTER: Okay. Go ahead.
24 Thank you.

25 //

1 A. COLLINGWOOD

2 first name, the last name is Alli. Or it
3 could be inverted.

4 A Yeah.

5 Q So for that person --

6 THE REPORTER: Wait, could --

7 Q You don't have the ad --

8 THE REPORTER: Would you just --
9 would you just spell that name,
10 please?

11 MR. SKIBELL: All right. It
12 looks like the first name at least is
13 listed here is W-A-H-E-E-D. And on
14 this chart it lists the third person
15 as A-L-I [sic].

16 BY MR. SKIBELL:

17 Q And my question is, so for this
18 individual you have neither an address, a
19 phone number, or an email.

20 A Yeah. Although I know we have
21 his email somewhere.

22 MR. KRIEGSMAN: Just answer his
23 question.

24 A Okay. I'm sorry. What was the
25 question?

1 A. COLLINGWOOD

2 Q So for this person, you have no
3 contact information. Is that right?

4 A Mm-mm.

5 Q You need to answer "yes" or
6 "no."

7 A We -- we do, it's just not here.

8 Q But this is supposed to be the
9 customer contact list?

10 MR. KRIEGSMAN: Objection, form.

11 A For the most part it is, yes.

12 Q And do you have any
13 understanding -- you'll see there's 2017,
14 2016, 2015, and 2014 on the right side.

15 A Yes.

16 Q Do you have an understanding of
17 what those refer to?

18 A Yes. These are -- these are the
19 coupon customers. So Waheed Alli lives in
20 London part of the time, I believe, and --
21 and then he comes to Long Island in the
22 summer.

23 Q And I'm asking --

24 A Which -- have an address for
25 him.

1 A. COLLINGWOOD

2 Q And I'm asking do you have an
3 understanding of what 2017, 2016, 2015,
4 and 2014 mean over there?

5 A Right. These are the coupon
6 customers. The commuter coupon customers.

7 Q Does that mean that Mr. Alli
8 only purchased a coupon book in 2017?

9 A It's possible he might have
10 been out of the country for the other
11 three years.

12 Q But what is -- there's nothing
13 listed under the earlier years, correct?

14 A No.

15 Q All right.

16 A I --

17 Q And --

18 A I'm -- I really can't speculate.

19 Q So you don't know what
20 information is set forth in the right
21 column or right side of this document. Is
22 that right?

23 A I'm sorry. Say that again.

24 Q You don't know the purpose of
25 the columns that have dates in them. Is

1 A. COLLINGWOOD

2 that right?

3 A These are -- these are the
4 commuter customers for those years.

5 Q But do you know why certain
6 persons have years written down and other
7 persons don't?

8 A I don't know. I can only -- I
9 could only guess.

10 Q Now, if we look to the end of
11 this you'll see it says in red last
12 updated 5/3/17.

13 A Mm-mm.

14 Q And you see below it says last
15 updated 5/24/2017. And does that mean the
16 last time this document was updated was in
17 2017?

18 A I really don't know.

19 Q Do you know why it wasn't
20 updated after 2017?

21 A I don't know.

22 Q Do you know if this document was
23 used for anything in the normal course of
24 Shoreline's business?

25 A I don't know that either.

1 A. COLLINGWOOD

2 Q I'm going to go to the next,
3 what appears to be, type of document
4 included in here. You'll see it starts on
5 Bates number SAI003167, and you'll see it
6 goes to SAI003173. Now, Ms. Collingwood,
7 do you know what this document is?

8 A A customer list.

9 Q All right. Well, do you know
10 how it was generated?

11 A I -- I don't know.

12 Q Do you know --

13 A I don't --

14 Q When it was -- I'm sorry?

15 A I -- I don't know if it was from
16 accounting or from dispatch. I have no --

17 Q Do you know when it was created?

18 A It doesn't say.

19 Q Do you know when it was last
20 updated?

21 A I don't know that either.

22 Q Now, on the left side you'll see
23 there's an ID number. Do you have an
24 understanding of what that means?

25 A I don't -- again, I don't know

1 A. COLLINGWOOD

2 if it came from accounting or from
3 dispatch or one of the computer programs.
4 I really don't know.

5 Q So the second column you'll see
6 is called type. And you'll see certain
7 persons are listed as customers and
8 certain persons are listed as agents. Do
9 you have an understanding of what's the
10 difference between the two?

11 A Well, this, the one that I'm
12 looking at right now, says Norcross/Morris
13 [ph], and he was one of the management
14 clients.

15 Q I'm not sure -- all right. So
16 you're indicating one of the persons
17 listed as agent was a management client?

18 A Yeah, right. Right, and I'm --
19 and I'm looking at the other ones, and it
20 says the same thing.

21 Q And so do you -- you are --

22 A It could be that whatever system
23 created it didn't have a designation for
24 management client.

25 Q Now, if you look on the first

1 A. COLLINGWOOD

2 page of this document that ends in 3167,
3 you'll see that there is a agent that is
4 called Beach Amphibian.

5 A Yes.

6 Q Do you have an understanding who
7 Beach Amphibian is?

8 A Yes, he's one of the management
9 clients.

10 Q All right. So is it that all
11 the persons listed with agent are
12 management clients?

13 A Yes. Bel Air, for instance,
14 Andre Balazs, those are management
15 clients.

16 Q And so for certain persons
17 listed on here, there's no address
18 information. Is that right?

19 A Yes. But it's -- you know, like
20 Andre Balazs, who is a management client,
21 we would've had all of his information in
22 dispatch.

23 Q But in this particular document,
24 many of the persons listed as customers,
25 there's no address, right?

1 A. COLLINGWOOD

2 A Yeah. And some of them are
3 charter customers as well.

4 Q And that's not broken out here
5 whether or not they're commuter or charter
6 customers?

7 A No.

8 Q All right. You'll see to the
9 right of email, there's a column. Do you
10 have an understanding of what that refers
11 to?

12 A The -- the one that says zero?

13 Q Yes.

14 A Okay. It says commission, zero.

15 Q Do you know what that means?

16 A It means that they were not
17 Sound customers.

18 Q So if, for example, there is no
19 listing there, it means that they are a
20 Sound customer?

21 A I'm -- I don't know. I really
22 don't know. This could've been created,
23 I -- I -- after that. I don't know.

24 Q Do you know if this document was
25 ever used in the normal course of

1 A. COLLINGWOOD

2 Shoreline's business?

3 A I don't know. I don't know.

4 Q All right. If you look at the
5 next column over, it says office. Do you
6 have an understanding of what office
7 refers to?

8 A Where do you see that?

9 Q I'm looking on the first of
10 these pages that ends in 3167 is where I'm
11 at. And if you look at the top -- and if
12 you look on the screen you can see it.

13 A Uh-huh.

14 Q Oh, I went too fast.

15 A Okay. I see it.

16 Q It says office. Do you have an
17 understanding what office refers to there?

18 A No, I don't know.

19 Q And to the right of that,
20 there's something that says comment. Do
21 you know what that refers to?

22 A I'm sorry. It says what?

23 Q Comment. Comment.

24 A Oh.

25 Q Do you know what that refers to?

1 A. COLLINGWOOD

2 A No, I don't.

3 Q How about the next column over
4 says frequent. Do you know what that
5 means?

6 A No, I don't.

7 Q All right. And the next one
8 over is P-status. Do you know what that
9 means?

10 A No.

11 Q And one more over says factored.
12 Do you know what factored means?

13 A I have no idea.

14 Q How about separate invoice?

15 A No. I think this is from a
16 program I never worked in.

17 Q And you don't know if this was
18 ever used in the normal course of
19 Shoreline's business I take it?

20 A I don't know.

21 Q But if it was used for
22 marketing, you would've known, correct?

23 A Yes, I would.

24 Q All right. If we now go down,
25 you'll see there's another document that

1 A. COLLINGWOOD

2 don't believe so.

3 Q She didn't steal anything off of
4 Shoreline's computers, right?

5 A No. Just most of our business.

6 Q You claim she misappropriated
7 things that were on her own computer,
8 right?

9 A Yes. But the information was
10 common if that makes sense.

11 Q Now, you testified earlier about
12 Friends of East Hampton Airport. Do you
13 recall that?

14 A Yes.

15 Q Now, that was publicly available
16 information, right?

17 A As far as I know.

18 Q And do you claim that Ms. Herbst
19 misappropriated any information that was
20 publicly available through the Friends of
21 East Hampton Airport?

22 A I don't know.

23 Q Now, but you do claim that the
24 information on Ms. Herbst's computer
25 systems was owned by Shoreline, right?

1 A. COLLINGWOOD

2 A That's correct.

3 Q Now, am I also correct that in
4 April 2018 Shoreline offered to buy
5 certain assets of SAFE?

6 A That's correct.

7 Q And include among the things
8 they had offered to buy was the customer
9 information on Ms. Herbst's computer
10 systems?

11 A That's correct.

12 Q So Shoreline was offering to buy
13 in April 2018 information that it claims
14 in this case it owns?

15 A As well as other operators.
16 We --

17 Q But --

18 A Had offered to buy her
19 reservation system.

20 Q But Shoreline claims in this
21 case it owns information that it offered
22 to buy in April of 2018, correct?

23 A Right.

24 Q Oh.

25 A And at that point, Cindy was

1 A. COLLINGWOOD

2 clearly holding our information hostage.

3 Q All right. Now let's go to an
4 exhibit here. I believe this will be our
5 Exhibit 12, and --

6 THE REPORTER: Okay. Excuse me.
7 I don't mean to interrupt. I have to
8 confess to you that I have 101 fever.
9 I don't know --

10 MR. SKIBELL: Oh, my goodness,
11 I'm so sorry.

12 THE REPORTER: This morning
13 apparently. Is this going to be much
14 longer? I'm so sorry to interrupt.
15 But if it's going to be like a few
16 more hours, maybe I can --

17 MR. SKIBELL: Yeah, it's going
18 to be another --

19 MR. KRIEGSMAN: That could
20 take --

21 MR. SKIBELL: Well, let's take a
22 five-minute break then --

23 THE REPORTER: We are off the
24 record at 2:43 p.m.

25 (Off the record.)

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A. COLLINGWOOD

THE REPORTER: Okay. We are
back on the record at 2:59 p.m.

MR. SKIBELL: All right.

BY MR. SKIBELL:

Q So I'm handing you a document
which will be Exhibit 12 which starts at
SAI000040, it continues to SAI000043. And
first I'm going to ask you about the
document on the top, which is two pages
long.

(Exhibit 12 was marked for
identification.)

MR. KRIEGSMAN: Okay. And I'm
just showing her that same document
that you emailed to us. So Reid,
just to make sure we're on the same
one: this is four pages beginning
with SAI40 --

MR. SKIBELL: Yes.

MR. KRIEGSMAN: And continues
into SAI43?

MR. SKIBELL: Yes.

MR. KRIEGSMAN: Okay. So scroll
through it, and then listen for his

1 A. Collingwood

2 specifically. They purchased coupon books, ten
3 coupon books so I assume each of them flew
4 approximately ten times throughout the course of
5 the summer.

6 Q Do you know how these persons came
7 to book on Blade?

8 A Yes. Cindy took the customer list
9 and sold it to Blade, and then she lied to these
10 customers about the relationship between
11 Shoreline and her and Blade.

12 Q Ms. Collingwood, what is that
13 based on?

14 A Based on Blade documents.

15 Q Do you know if these persons
16 booked on Blade before 2018?

17 A I would assume so just because if
18 they couldn't get on a Shoreline flight, they
19 may have taken Blade. They were our customers
20 for years and bought coupons from us for a
21 number of years.

22 Q So if they booked on Blade before
23 2018, Blade would have their customer
24 information, correct?

25 A It's possible.

1 A. Collingwood

2 Q It's my understanding that Blade
3 advertises heavily in the New York and Hamptons
4 area, correct?

5 A Yes, that's correct.

6 Q And many people try out Blade's
7 application, right?

8 A Yes.

9 Q And Blade offered a lot of
10 amenities that Shoreline didn't offer, right?

11 MR. KRIEGSMAN: Objection.

12 A Like? I'm not sure what you mean
13 by that.

14 Q All right. You are aware that if
15 Blade were to cancel a flight, it would arrange
16 for a Porsche to take someone from New York to
17 the Hamptons, correct?

18 A Yes.

19 Q You didn't offer that service I
20 take it?

21 A No, we didn't. We offer an
22 aircraft and mechanics and staff. And Blade is
23 an app, so they had all sorts of money to spend
24 on Porsches and we did not.

25 Q And Blade also offered a lounge,

1 A. Collingwood

2 right?

3 A Yes.

4 Q Where was that lounge located?

5 A It was located at the 23rd Street
6 Seaport.

7 Q I take it you do not offer a
8 lounge?

9 A We did for a period of time.

10 Q When did you stop offering a
11 lounge?

12 A When the company stopped
13 operating.

14 Q Between 2018 and 2019, did you
15 have a lounge at the 23rd Street Seaport in New
16 York City?

17 A We did in 2019. I don't remember
18 if we did in 2018.

19 Q How did your lounge compare to the
20 Blade lounge?

21 A We didn't serve cocktails to
22 people that were about to get on a seaplane.

23 Q Blade served cocktails to people I
24 take it?

25 A Yes.

1 A. Collingwood

2 Q Were there other amenities that
3 Blade offered that you didn't offer?

4 A I'm not sure what amenities they
5 offered.

6 Q Let's take John Berg. This is the
7 first person that you list here. Now, if I
8 understand your testimony, John Berg purchased a
9 Blade coupon book; is that right?

10 MR. KRIEGSMAN: Objection;
11 misstates prior testimony.

12 A Yes, according to the documents
13 from Blade I believe he bought a ten-passenger
14 book.

15 Q Do you know which documents you
16 are referring to?

17 A There are a number of them.
18 Apparently they are created in their accounting
19 program.

20 Q And so do you know why Mr. Berg
21 came to purchase a ten pack of tickets in 2018?

22 A From Blade because Cindy, our
23 agent in the Hamptons, sold our customer list to
24 Blade. They were all targeted to purchase their
25 coupon books from Blade. We know that because

1 A. Collingwood

2 Q Did you reach out to any person
3 that you thought was diverted and ask why they
4 stopped booking with Shoreline?

5 A No, we knew why.

6 Q If I understand correctly, at this
7 time in 2018 your husband passed away, correct?

8 A My husband passed away in 2019.

9 Q I apologize. Do you know if these
10 persons decided to stop booking with Shoreline
11 because your husband was no longer with the
12 company?

13 A No, my husband was still with the
14 company.

15 Q How about in 2019, you allege
16 persons stopped booking flights with Shoreline
17 in 2019, correct?

18 A No, in 2018. We are talking about
19 2018.

20 Q I'm going to direct you to
21 Paragraphs 112 and 119. I'm going to ask you a
22 few questions about these. Ms. Collingwood, I
23 want to first direct you to Paragraph 114. Can
24 you explain what is alleged there?

25 A This is about the tactics that

1 A. Collingwood

2 Blade used to prevent our customers from having
3 access to the aircraft in a timely fashion and a
4 whole bunch of other issues that came up.

5 Q Can you summarize what Blade did
6 to sabotage Shoreline's business?

7 A Well, they blocked our signage.
8 On a couple of occasions they diverted one of
9 our passengers to a Blade flight. Their pilots
10 were sitting -- their aircraft was sitting on
11 the dock for periods of time so that our
12 passengers couldn't load or disembark. There
13 were many things that they did to make life
14 difficult.

15 They also plastered all of their
16 advertising all over the dock, which is a public
17 facility and was not supposed to have any
18 advertising on it. I'm not sure how that
19 happened, but anyway, they did a lot of things
20 to sabotage our operation.

21 Q Did that start in 2018?

22 A Yes.

23 Q Did it hurt Shoreline's business
24 in 2019?

25 A Yes.

1 A. Collingwood

2 Q Could it have been responsible for
3 those 34 persons deciding to book with Blade
4 instead of Shoreline?

5 A No, that was long before this
6 stuff started. Not long before, but maybe a
7 month or two.

8 Q A month or two before, I see.
9 Now, with respect to this conduct by Blade, you
10 allege that Ms. Herbst was involved in efforts,
11 for example, to block Shoreline Aviation's
12 advertising?

13 A No, but Cindy did other things
14 that hurt. For instance, having -- they started
15 to book their flights for earlier than 8:00 in
16 the morning. Historically none of the flights
17 were supposed to arrive in the City before
18 8:00 a.m. That was to respect the local
19 residents. You know, these were policies that
20 Cindy knew that she shared with Blade.

21 Q Ms. Collingwood, I'm asking about
22 the efforts you described by Blade to sabotage
23 Shoreline Aviation's business. I'm trying to
24 understand. You allege that Ms. Herbst was
25 involved in these efforts by Blade to sabotage

1 A. Collingwood

2 Q She didn't book flights in 2018,
3 correct?

4 A I'm sorry, I didn't hear that.

5 Q Ms. Herbst didn't book flights in
6 2018, right?

7 A That is correct; she did not.

8 Q I'm asking about the lost revenue
9 from commuter and charter flights. Is that
10 based on a particular number in your accounting
11 documents that breaks out revenue from flights
12 in and out of East Hampton Airport?

13 A Yes, it is on the P&L statements,
14 for example.

15 Q There's specific ones that
16 indicate the amount of revenue from East Hampton
17 Airport?

18 A Yes, it's called commuter revenue.

19 Q Is that commuter revenue just for
20 East Hampton or does it also cover Florida or
21 Bahamas or the Virgin Islands?

22 A No, it is actually Sound.

23 Q That's how you got the number
24 1.35; is that correct?

25 A Yes, that's correct.

1 A. Collingwood

2 Q And so am I correct that profits
3 are normally revenue minus costs, right?

4 A Usually.

5 Q In this case is Shoreline seeking
6 profits, lost profits?

7 A We are seeking loss of revenue.

8 Q So you are not seeking lost
9 profits at all?

10 MR. KRIEGSMAN: Objection;
11 it calls for a legal conclusion.
12 Answer the question as best as you
13 can.

14 A It consists of 1.35 million from
15 lost revenue from both commuter and charter
16 flights.

17 Q As you sit here today do you know
18 if Shoreline lost any profits from the alleged
19 conduct of Ms. Herbst and the other defendants?

20 A Yes, absolutely.

21 Q Do you know how much lost profits
22 it had?

23 A Not specifically.

24 Q Can you identify any lost profits
25 that it had?

1 A. Collingwood

2 A It's in the documents, but I don't
3 know off the top of my head, no.

4 Q Let's look at another document. I
5 believe this should be Number 15. Are you
6 familiar with an affidavit in this case provided
7 by Camille Murphy?

8 MR. KRIEGSMAN: I'm going
9 to ask you to hold on so I can
10 pull this up as well.

11 Q Ms. Collingwood, are you familiar
12 with the affidavit of Camille Murphy?

13 A I have seen it.

14 Q Do you know who Ms. Murphy is?

15 A Yes.

16 Q Can you tell us who she is?

17 A She was our CPA for over 35 years.

18 Q To your knowledge, did someone ask
19 her to submit this affidavit?

20 MR. KRIEGSMAN: I'm going
21 to instruct the witness not reveal
22 to any communications you may have
23 had with counsel. Without doing
24 that, answer as best as you can.

25 A I'm sorry, I forgot what the